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- and -

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Baltimore, Maryland 21202  
Telephone: (410) 244-7400  
Gregory A. Cross

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
THE GREAT ATLANTIC & PACIFIC TEA	:	Case No. 10-24549 (RDD)
COMPANY, INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**VERIFIED STATEMENT OF VENABLE LLP PURSUANT  
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Venable LLP ("Venable") hereby submits this verified statement (the "Verified Statement") pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure in connection with the above-captioned chapter 11 cases of The Great Atlantic & Pacific Tea Company, Inc. ("A&P") and its debtor affiliates (collectively, the "Debtors"), and respectfully states as follows:

1. Venable represents the entities listed on Exhibit A hereto (collectively, the "Entities") in the Debtors' cases. The mailing address for each of the Entities is listed on Exhibit A hereto.

2. Each of the Entities may hold claims against and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to their respective relationships with the Debtors. The specific nature and amounts of these claims and/or interests have not yet been finally determined, and none of the Entities has filed a proof of claim against any of the Debtors as of the time of filing of this Verified Statement.

3. Each of the Entities separately requested that Venable represent them in connection with the Debtors' chapter 11 cases. Venable is representing each of the Entities individually.

4. Venable also represents or advises certain other entities who may hold claims against and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to their respective relationships with the Debtors. However, as of the date hereof, such entities have not appeared, and have not requested Venable to appear on their behalf, in the Debtors' chapter 11 cases. Venable will supplement this Verified Statement in accordance with Rule 2019, as applicable, in the event such entities request Venable to appear on their behalf in connection with the Debtors' chapter 11 cases.

5. Upon information and belief, Venable does not possess any claims against or interests in any of the Debtors.<sup>1</sup>

6. The addresses for Venable for purposes of this Verified Statement are Rockefeller Center, 1270 Avenue of the Americas, 25th Floor, New York, New York, 10020; and 750 East Pratt Street, Suite 900, Baltimore, Maryland 21202.

7. Venable reserves the right to amend, revise or supplement this Verified Statement.

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<sup>1</sup> Partners, associates and staff of Venable, in their individual capacities, may hold claims against and/or interests in the Debtors.

The undersigned hereby certifies that this Verified Statement is true and correct to  
the best of the undersigned's knowledge and belief.

Dated: January 8, 2011  
New York, New York

Respectfully submitted,

VENABLE LLP

By: /s/ Gregory A. Cross  
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**Exhibit A**

1. CWCapital Asset Management LLC  
One Charles River Place  
63 Kendrick Street  
Needham, Massachusetts 02494
2. ORIX Capital Markets, LLC  
1717 Main Street, 9th Floor  
Dallas, Texas 75201
3. Cape May Grocery Owners, LLC  
c/o Progressive Building Management  
1055 Parsippany Boulevard, Suite 408  
Parsippany, New Jersey 07054
4. BIT Investment Twenty Seven, LLC  
Attn: Blair Miicke. Senior Counsel  
PNC  
1601 K Street, NW, Suite 1100  
Washington, DC 20006
5. BIT Holdings Fifty-Three, Inc.  
Attn: Blair Miicke, Senior Counsel  
PNC  
1601 K Street, NW, Suite 1100  
Washington, DC 20006
6. Perdue Incorporated  
P.O. Box 1537  
Salisbury, Maryland 21802-1537
7. Ronald Marshall  
c/o Venable LLP  
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Baltimore, Maryland 21202